

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

2002

Baltic Telecom Cooperative)
East Plains Telecom, Inc.)
Transferors)
)
Splitrock Telecom Cooperative, Inc.)
Transferee)
)
For Transfer of Control of Corporations)
Holding Domestic Blanket Authorizations Under)
Section 214 of the Communications Act)

WC 02-342

**APPLICATION FOR STREAMLINED TRANSFER OF CONTROL
OF DOMESTIC BLANKET SECTION 214 AUTHORIZATION**

Baltic Telecom Cooperative ("Baltic"), its wholly-owned subsidiary East Plains Telecom, Inc. ("East Plains") and Splitrock Telecom Cooperative, Inc. ("Splitrock") hereby request streamlined Commission authorization to transfer control of the domestic blanket Section 214 authorizations held by Baltic and East Plains to Splitrock. Shortly after the closing of the proposed transaction, Splitrock will change its name to Alliance Communications Cooperative, Inc. ("Alliance")

The proposed transaction entails a two-step merger of two small telephone cooperatives in rural South Dakota. The first step will be the distribution of all of the assets and liabilities of Baltic's wholly-owned, for-profit subsidiary East Plains (approximately 986 telephone subscribers) to Baltic, and the termination of the corporate existence of East Plains. All telephone subscribers of East Plains will become member-owners of the Baltic cooperative (approximately 1,570 member-owners at the present time, and approximately 2,556 member-owners after the dissolution of East Plains). The

second step will be the merger of the Baltic cooperative (approximately 2,556 member-owners) into the larger Splitrock cooperative (approximately 4,093 member-owners). After the completion of the two steps, both of which are desired to take place on January 1, 2003, Splitrock will be the surviving entity and will change its name to Alliance

In accordance with the requirements of Section 63 04(a) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferors:

Baltic Telephone Cooperative
501 Second Street
Baltic, South Dakota 57003
Telephone: (605) 529-5454
Facsimile, (605) 529-5498

East Plains Telecom, Inc.
501 Second Street
Baltic, South Dakota 57003
Telephone: (605) 529-5454
Facsimile: (605) 529-5498

Transferee:

Splitrock Telecom Cooperative, Inc.
612 Third Street (P.O. Box 349)
Garretson, South Dakota 57030
Telephone: (605) 594-3411
Facsimile: (605) 594-6776

After the change of Splitrock's name to Alliance, Alliance will continue to have the same address and telephone numbers as Splitrock

- (2) Government, state or territory under the laws **of** which each corporate or partnership applicant is organized:

Baltic and Splitrock are cooperative corporations organized under the laws of the State of South Dakota (South Dakota Codified Laws Chapter 47-15).

Alliance is the same entity as Splitrock, and will continue under its new name to be a cooperative corporation organized under the laws of the State of South Dakota.

East Plains is a business corporation organized under the laws of the State of South Dakota (South Dakota Codified Laws Chapter 47-2).

- (3) Name, title, post **office** address, and telephone number **of** the officer or contact point **to** whom correspondence concerning the application is to be addressed:

For Baltic and East Plains:

Don Snyders, Acting Manager
Baltic Telephone Cooperative
501 Second Street
Baltic, South Dakota 57003
Telephone, (605) 529-5454
Facsimile: (605) 529-5498

With a copy to Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

For Splitrock:

Don Snyders, General Manager
Splitrock Telecom Cooperative, Inc
612 Third Street (P.O. Box 349)
Garretson, South Dakota 57030
Telephone: (605) 594-3411
Facsimile: (605) 594-6776

With a copy to Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

- (4) Name, address, citizenship and principal business **of** any person **or** entity that directly owns at least ten **(10)** percent **of** the equity **of** the applicant, and the percentage **of** equity owned by each **of** those entities (to the nearest **one (1)** percent):

Baltic:

Baltic is a cooperative corporation that is owned by its approximately 1,570 member-owners at this time, and that will be owned by approximately 2,556 member-owners after the East Plains telephone subscribers become member-owners. No single member-owner owns at least ten (10) percent of the equity of Baltic at the present time, and no member-owner will own at least ten (10) percent of the equity of Baltic after the East Plains telephone subscribers become member-owners.

East Plains:

Baltic owns one hundred (100) percent of the issued and outstanding stock of East Plains. Baltic is located at 501 Second Street in Baltic, South Dakota 57003. Baltic is a South Dakota cooperative corporation. Baltic's principal business is the provision of local exchange telephone service.

Splitrock:

Splitrock is a cooperative corporation that is owned by its approximately 4,093 member-owners at this time. Under the name of Alliance, it will be owned by approximately 6,649 member-owners after the merger with Baltic. No single member-owner owns at least ten (10) percent of the equity of Splitrock at the present time, and no member-owner will own at least ten (10) percent of the equity of Splitrock/Alliance after the merger with Baltic.

- (5) Certification pursuant to **47 C.F.R. Sections 1.2001 through 1.2003** that **no** party to the application is subject to denial **of** Federal benefits pursuant to section **5301 of the Anti-Drug Abuse Act of 1988**.

Baltic, East Plains and Splitrock hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The transaction is a merger of the Baltic and Splitrock cooperatives. The Splitrock cooperative (approximately 4,093 member-owners) is larger than the Baltic cooperative (approximately 1,570 member-owners at present and approximately 2,556 member-owners after the dissolution of East Plains), and will be the surviving entity. Splitrock will change its name to Alliance after the completion of the merger.

The transaction will take place in two steps on the same date -- which the parties desire to be January 1, 2003. In the first step, Baltic's wholly-owned, for-profit subsidiary East Plains will be dissolved pursuant to Chapter 47-7 of the South Dakota Codified Laws. All of the assets and liabilities of East Plains will be distributed to Baltic, its sole stockholder. All of the existing telephone subscribers of East Plains on January 1, 2003 will automatically become member-owners of the Baltic cooperative. East Plains will cease to exist after its affairs are wound up.

In the second step, the Baltic cooperative will be merged into the Splitrock cooperative pursuant to Chapter 47-18 of the South Dakota Codified Laws, with Splitrock continuing as the surviving entity. All of the assets and liabilities of Baltic (including those formerly held by East Plains) will become assets and liabilities of Splitrock. The member-owners of Baltic (including the former subscribers of East Plains) will become member-owners of Splitrock. Baltic will cease to exist upon the completion of the merger.

Immediately following the merger, Splitrock will legally change its name to Alliance.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

The local exchange service areas of Baltic, East Plains, Splitrock and Splitrock's subsidiary Splitrock Properties, Inc. are depicted on the color-coded map included as Exhibit A hereto.

Baltic

Baltic is a rural local exchange carrier that provides wireline local exchange service and exchange access service to residential and business customers in two telephone exchanges (Baltic and Crooks) in Minnehaha County, South Dakota (2000 population: 148,281). Baltic serves approximately 1,889 access lines in these two exchanges. Although Baltic is currently the only provider of wireline local exchange and exchange access services in the two exchange areas, it is experiencing increasing competition in portions of these areas from the following Sioux Falls wireless carriers: Verizon Wireless, Sprint PCS, Rural Cellular Corporation, CellularOne, Western Wireless Corporation and Nextel Communications.

An affiliated interexchange carrier, Express Communications, Inc. ("Express"), provides domestic and international long distance toll service to customers within the Baltic and Crooks exchanges, as well as the Alcester and Hudson exchanges of Baltic's subsidiary East Plains. Express is owned by twenty-eight South Dakota local exchange carriers (including Baltic and Splitrock). Baltic currently holds an **2.1** percent equity interest in Express.

Baltic holds a franchise from the National Rural Telecommunications Cooperative ("NRTC") to sell Direct Broadcast Satellite ("DBS") service to residents of northwestern Minnehaha County, and to provide associated installation, repair and customer service functions to those purchasing DBS service from it.

Baltic holds a 2.88 percent equity interest in South Dakota Network, LLC ("SDN"), a limited liability corporation owned by forty South Dakota independent local exchange carriers that provides centralized equal access and transport services throughout various portions of rural South Dakota.

Baltic holds a 33.33 percent interest in ABS LMDS Venture, which holds FCC licenses for Local Multipoint Distribution Service ("LMDS") facilities in the following nine Basic Trading Areas (BTAs): Fort Dodge, Iowa; Mason City, Iowa; Sioux City, Iowa; Janesville-Beloit, Wisconsin; Madison, Wisconsin; Mitchell, South Dakota; Sioux Falls, South Dakota; Ottumwa, Iowa; and Worthington, Minnesota.

Baltic holds a 50.0 percent interest in H&B LMDS Venture, which holds an FCC license for an LMDS facility in the Ottumwa, Iowa BTA.

Baltic has no other affiliates that provide telecommunications services

East Plains

East Plains is a rural local exchange carrier that provides wireline local exchange service and exchange access service to residential and business customers in the Alcester exchange in Union County, South Dakota (2000 county population. 12,584) and the Hudson exchange in Lincoln County, South Dakota (2000 county population: 24,131). East Plains serves approximately 1,132 South Dakota access lines in the two exchanges. Its Hudson exchange also serves approximately 37 access lines in the community of East Hudson in Sioux County, Iowa (2000 county population. 31,589). Although East Plains is currently the only provider of wireline local exchange and exchange access services in these two exchange areas, it is experiencing increasing competition in portions of these areas from the following Sioux Falls wireless carriers: Verizon Wireless, Sprint PCS, Rural Cellular Corporation, CellularOne, Western Wireless Corporation and Nextel Communications.

East Plains provides Internet access services to customers located within its two exchange areas, and the two exchange areas of Baltic, its parent company.

East Plains holds a 1.49 percent equity interest in SDN, a limited liability corporation owned by forty South Dakota independent local exchange carriers that provides centralized equal access and transport services throughout various portions of rural South Dakota.

East Plains has no other affiliates that provide telecommunications services

Splitrock

Splitrock is a rural local exchange carrier that provides wireline local exchange service and exchange access service to residential and business customers in two telephone exchanges (Brandon and Garretson) in Minnehaha County (2000 county population: 148,281). Splitrock serves approximately 5,190 South Dakota access lines in the two exchanges. Its Garretson exchange also serves approximately 78 access lines across the state line in Rock County, Minnesota (2000 county population: 9,781). Although Splitrock is currently the only provider of local exchange services in these two exchange areas, it is experiencing increasing competition in portions of these areas from the following Sioux Falls wireless carriers: Verizon Wireless, Sprint PCS, Rural Cellular Corporation, CellularOne, Western Wireless Corporation and Nextel Communications.

An affiliated interexchange carrier, Express, provides domestic and international long distance toll service to customers within the Brandon and Garretson exchanges, as well as customers in the three exchanges served by Splitrock's subsidiary Splitrock Properties, Inc. **As** indicated above, Express which is owned by twenty-eight South Dakota local exchange carriers (including Baltic and Splitrock). Splitrock currently holds a 3.5 percent equity interest in Express.

Splitrock owns and operates two cable television systems. These are located at Brandon (approximately 2,045 cable subscribers) and Garretson (approximately 455 cable subscribers) in Minnehaha County.

Splitrock holds a franchise from NRTC to sell Direct Broadcast Satellite ("DBS") service to residents of northeastern Minnehaha County and all of Rock County, Minnesota, and to provide associated installation, repair and customer service functions to those purchasing DBS service from it.

Splitrock provides Internet access services to customers located within its two exchange areas, within the three exchanges of its subsidiary Splitrock Properties, Inc. and the areas surrounding these five exchanges.

Splitrock holds a 2.88 percent equity interest in SDN, a limited liability corporation owned by forty South Dakota independent local exchange carriers that provides centralized equal access and transport services throughout various portions of rural South Dakota. Splitrock's subsidiary Splitrock Properties, Inc. also holds a 1.49 percent equity interest in SDN.

Splitrock owns 100 percent of the stock of Splitrock Properties, Inc. ("Splitrock Properties"). Splitrock Properties is a rural local exchange carrier that provides wireline local exchange service and exchange access service to residential and business customers in three South Dakota exchanges. These are the Howard exchange in Miner County (2000 county population: 2,884); the Oldham exchange in Kingsbury County (2000 county population: 5,815); and the Ramona exchange in Lake County (2000 county population: 11,276). Splitrock Properties serves approximately 1,538 access lines in these three exchanges. Splitrock Properties is currently the only provider of wireline local exchange services in these three exchange areas. Splitrock Properties also owns and operates a cable television system at Howard (approximately 339 cable subscribers) in Miner County.

Splitrock owns 100 percent of the stock of Splitrock Communications, Inc. ("Splitrock Communications"). Splitrock Communications holds a 5.0 percent general partnership interest in West Central Transport Group, which provides transport facilities to third parties in eastern South Dakota and western Minnesota.

Splitrock owns 12 percent of the equity and 25 percent of the voting stock (a non-controlling interest) of Alliance Telecommunications Corporation ("ATC"), a Minnesota corporation that owns the following four local exchange carriers: Sioux Valley Telephone Company ("Sioux Valley"), Hills Telephone Company, Inc. ("Hills"), Loretel Systems ("Loretel"), and Sleepy Eye Telephone Company ("Sleepy Eye"). An unrelated entity, Hector Communications Corporation ("Hector"), owns 68 percent of the equity and 50 percent of the voting stock of ATC. Sioux Valley serves seven exchanges (approximately 5,850 access lines) in South Dakota, including five exchanges (Dell Rapids, Humboldt-Montrose, Colton, Valley Springs and North Larchwood) in Minnehaha County, plus one exchange (approximately 43 access lines) in Rock County, Minnesota. Hills serves seven exchanges in northwestern Iowa, and two exchanges in Rock County, Minnesota. Loretel and Sleepy Eye serve Minnesota exchanges only.

Splitrock holds a 33.33 percent interest in ABS LMDS Venture, which holds FCC licenses for LMDS facilities in the following nine BTAs: Fort Dodge, Iowa; Mason City, Iowa; Sioux City, Iowa; Janesville-Beloit, Wisconsin; Madison, Wisconsin; Mitchell, South Dakota; Sioux Falls, South Dakota; Ottumwa, Iowa; and Worthington, Minnesota.

Splitrock has no other affiliates that provide telecommunications services,

- (8) Statement as to how the application **fits** into **one** or more **of** the presumptive streamlined categories in section **63.03** or why it **is** otherwise appropriate for streamlined treatment:

Baltic, East Plains and Splitrock (and Splitrock's subsidiary Splitrock Properties) are incumbent independent local exchange carriers that have, in combination, far fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide and no overlapping service areas. Altogether, the four local exchange carriers serve approximately 9,864 access lines in South Dakota and Minnesota. This comprises a very small fraction of the 3,594,930 access lines that constitute two percent of the nation's estimated 179,746,541 access lines for 2001. Source: Industry Analysis and Technology Division, Trends in Telephone Service, May 2002. Table 8.1. In fact, the 9,749 South Dakota access lines of Baltic, Splitrock and their subsidiaries constitute only 2.02 percent of the estimated 482,722 access lines in the State of South Dakota as of December 31, 2001.

The Baltic and Splitrock service areas do not overlap, but are adjacent to each other along a relatively short 6-to-7-mile border in Minnehaha County between Baltic's Baltic exchange and Splitrock's Garretson exchange. The East Plains and Splitrock Properties service areas are not adjacent to each other, or to the Baltic or Splitrock service areas.

The proposed transaction constitutes a merger of two small telephone cooperatives that has no potential to harm the public interest. It is a non-controversial transaction that has received the support of voting majorities of 94 percent or more in both the membership vote of the Baltic member-owners and the membership vote of the Splitrock member-owners. Whereas "control" of Baltic's domestic blanket Section 214 authorizations is deemed to be transferred to Splitrock because Splitrock has a larger number of member-owners than Baltic, the operation of the post-merger entity (Alliance) will be determined: (a) by membership votes of the combined Splitrock and Baltic member-owners (including the former East Plains subscribers); and (b) by a Board of Directors elected by the same combined Splitrock-Baltic (and East Plains) member-owners. In fact, the initial Board of Directors of Alliance will consist of the combined existing Boards of Directors of Splitrock and Baltic.

Finally, it should be noted that the Baltic Board of Directors appointed Don Snyders (Splitrock's General Manager) as Baltic's Acting Manager on a temporary basis in November of 1999, and entered into a management agreement with Splitrock in February of 2000 that has permitted Mr. Snyders to continue to serve as the Acting Manager of Baltic and East Plains since that time. Mr. Snyders will be the initial General Manager of Alliance, the post-merger entity.

- (9) Identification of all other Commission applications related to the same transaction:

Baltic and Splitrock each hold **33.33** percent interests in ABS LMDS Venture, the licensee of nine Local Multipoint Distribution Service ("LMDS") facilities. Baltic also holds a 50.0 percent interest in H&B LMDS Venture, the licensee of one LMDS facility. The parties will prepare and file applications for Commission consent to the transfer of control of ABS LMDS Venture, and the transfer of negative control of H&B LMDS Venture, to Splitrock/Alliance.

- (10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

- (11) Identification of any separately **filed** waiver requests being sought in conjunction with the transaction:

There are no separately filed waiver requests being sought in conjunction with the transaction.

- (12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction **on** competition in domestic markets:

The proposed transaction is a merger of two small telephone cooperatives in rural South Dakota. It will produce a larger and more financially sound cooperative. The merged entity will **be** able to realize increased economies of scale and to allocate its work force more **efficiently**. Its increased size and credit capacity will better assure its access to affordable financing.

The Splitrock cooperative (4,093 current member-owners) and Baltic cooperative (1,570 current member-owners, 2,556 member-owners after the dissolution of East Plains) have each been in existence for more than fifty years. They both have proven records of investing in state-of-the-art telecommunications facilities and providing high-quality telecommunications services to their member-owners and other customers. The larger, post-merger Alliance cooperative (6,649 member-owners) will be better situated to survive and prosper in a changing and increasingly competitive and uncertain telecommunications industry.

The proposed transaction has received the support of voting majorities of 94 percent or more of both the Baltic member-owners and the Splitrock member-owners. The operation of Alliance after the merger will be determined: (a) by membership votes of the combined Splitrock and Baltic member-owners (including the former East Plains subscribers); and (b) by a Board of Directors elected by the same combined Splitrock-Baltic (and East Plains) member-owners. The initial Board of Directors of Alliance will consist of the combined existing Boards of Directors of Splitrock and Baltic. In addition, Don Snyders, the General Manager of Splitrock and Acting Manager of Baltic and East Plains, will be the initial General Manager of Alliance.

The proposed transaction will have no adverse impacts upon competition. Splitrock and Baltic are very small telephone cooperatives that provide local exchange service and exchange access service to a total of 9,864 access lines (9,749 of which are in South Dakota). Their South Dakota access lines constitute only 2.02 percent of the total access lines in the State of South Dakota. Their total South Dakota and Minnesota access lines constitute 0.0055 percent of the nation's estimated total 179,746,541 access lines.

Splitrock and Baltic serve portions of the rural northern part of Minnehaha County (2002 population: 148,241). The southern part of the county contains the city of Sioux Falls (2000 population: 123,975). Whereas Splitrock and Baltic are currently the only providers of wireline local exchange service and exchange access service in their service areas, they are increasingly subject to competition from Sioux Falls-based wireless carriers such as Verizon Wireless, Sprint PCS, Rural Cellular Corporation, CellularOne, Western Wireless Corporation and Nextel Communications. East Plains, which serves exchanges in Union and Lincoln counties southeast of Sioux Falls, is experiencing similar competition from the same wireless carriers. Particularly in light of the small size of Splitrock, Baltic and East Plains vis-a-vis industry giants such as Verizon and Sprint as well as mid-sized companies such as Rural Cellular Corporation, CellularOne, Western Wireless Corporation and Nextel Communications, the proposed merger will not adversely impact this wireline-wireless competition.

Splitrock, Baltic and their subsidiaries have long ago implemented equal access to interexchange carriers within all of their exchange areas. The member-owners of Splitrock and Baltic, and the customers of East Plains and Splitrock Properties, who have elected to take interstate toll services from related entities, presubscribe to the interstate toll services provided by Express. Splitrock and Baltic together own only a non-controlling 5.6 percent equity interest in Express, which is owned by 28 South Dakota local exchange carriers. Hence, the proposed merger will have no perceptible impact upon the ownership or control of the interstate toll services provided in the service areas of Splitrock, Baltic and their subsidiaries.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to grant Baltic, East Plains and Splitrock authorization, on a streamlined basis, to transfer control of the domestic blanket Section 214 authorizations held by Baltic and East Plains to Splitrock. The Commission is respectfully requested to issue an order that permits Baltic and Splitrock to complete their two-step merger on January 1, 2003.

Respectfully submitted,

BALTIC TELECOM COOPERATIVE

BY Vince I. _____

Printed Name: Vince Hanson

Title President

Date October 15, 2002

**SPLITROCK TELECOM
COOPERATIVE, INC.**

By Arne Erickson _____

Printed Name: Arne Erickson

Title President

Date October 15, 2002

EAST PLAINS TELECOM, INC.

By Don Snyder _____

Printed Name Don Snyder

Title General Manager

Date October 15, 2002

(1) LOCKBOX # 358145				SPECIAL USE FCC USE ONLY	
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Blooston, Mordkofsky, Dickens, Duffy & Prendergast				(3) TOTAL AMOUNT PAID (US Dollars and cents) \$815.00	
2120 L Street, NW (5) STREET ADDRESS LINE N O 2					
(6) CITY Washington				(7) STATE DC	(8) ZIP CODE 20037 -
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 659-0830		(10) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED					
(11) PAYER (FRN) 0003-7141-93		(12) PAYER (TIN) 1521136273			
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)					
(13) APPLICANT NAME Splitrock Telecom Cooperative, Inc.					
(14) STREET ADDRESS LINE NO. 1 612 Third Street					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Garretson				(17) STATE Sd	(18) ZIP CODE 57030 - 0349
(19) DAYTIME TELEPHONE NUMBER (include area code) (605) 594-3411		(20) COUNTRY CODE (if not in U.S.A.)			
(FRN)					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$815.00		(27A) TOTAL FEE \$815.00		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			

(31) <div style="display: flex; justify-content: space-between; align-items: flex-start; margin-top: 10px;"> <div style="border: 1px solid black; padding: 5px; width: 40%;"> MASTERCARD/VISA ACCOUNT NUMBER: <div style="border-top: 1px solid black; height: 15px; width: 100%;"></div> </div> <div style="border: 1px solid black; padding: 5px; width: 15%; text-align: center;"> EXPIRATION <div style="border-top: 1px solid black; height: 15px; width: 100%;"></div> </div> </div> <div style="border: 1px solid black; height: 40px; width: 100%; margin-top: 10px;"></div>					

Blooston Mordkofsky Dickens 01-98
Duffy & Prendergast
2120 L Street, N.W., Suite 300
Washington, DC 20037-1563
(202) 659-0830

SUNTRUST BANK
BEAVERDAM, VA 23015-0068
68-2/510

2667

10/16/2002

PAY TO THE
ORDER OF Federal Communications Commission

\$**815.00

Eight Hundred Fifteen and 00/100*****

DOLLARS

Federal Communications Commission

MEMO Splitrock Telecom Cooperative, Inc.

⑈002667⑈ ⑈051000020⑈ 206559445⑈

John A. Prendergast

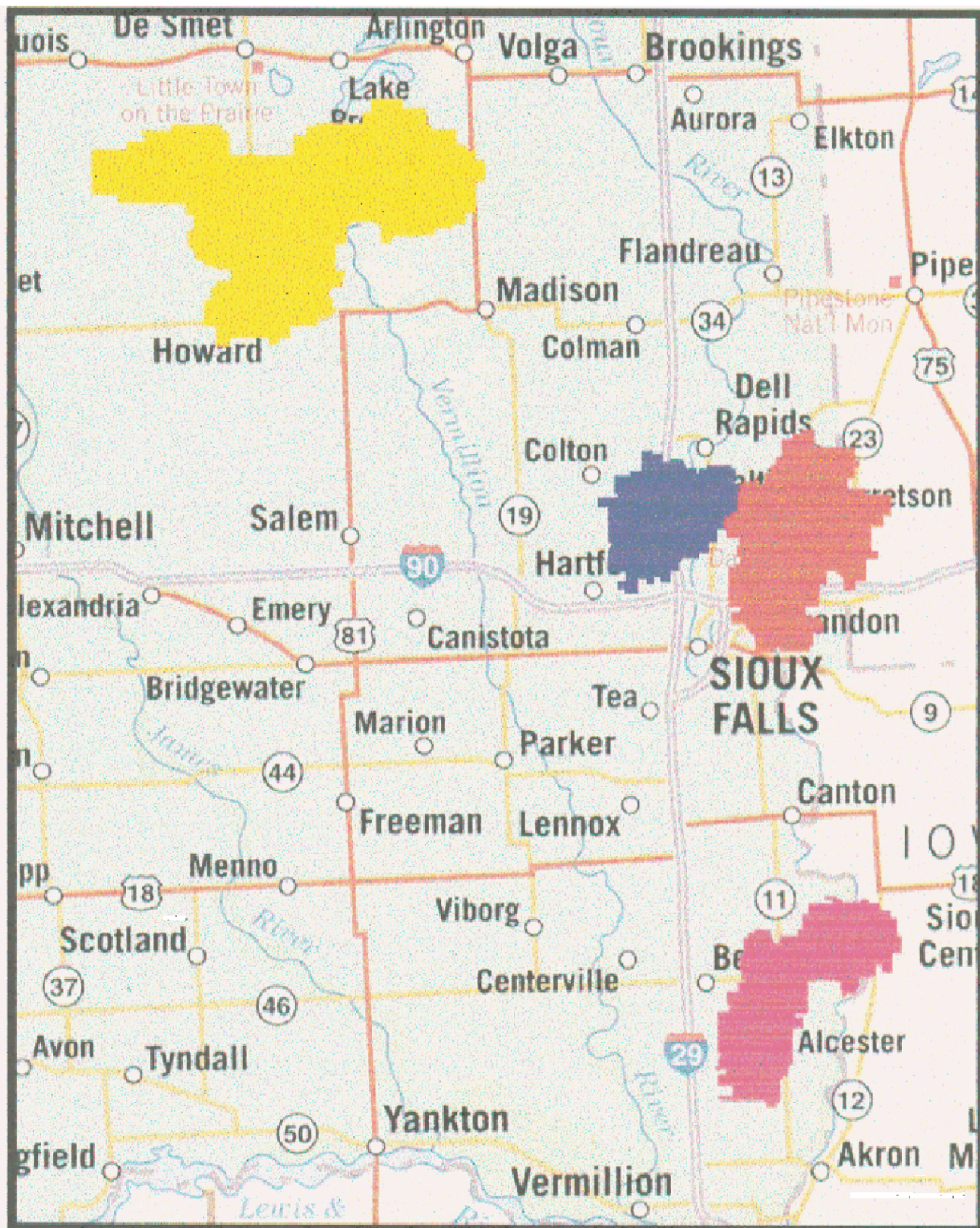
Blooston, Mordkofsky, Dickens, Duffy & Prendergast

2667

Federal Communications Commission

Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
10/16/2002	Bill	4195	815.00	815.00		815.00
				Check Amount		815.00

10/16/2002



Legend:

Baltic Telecom Cooperative	(Blue)
East Plains Telecom, Inc.	(Purple)
Splitrock Telecom Cooperative, Inc.	(Red)
Splitrock Properties, Inc.	(Yellow)